

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

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In re : Chapter 11
TERRAFORM LABS PTE. LTD., : Case No. 24-10070 (BLS)
Debtor.¹ : Re: Docket No. 61
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**CERTIFICATION OF COUNSEL REGARDING FURTHER REVISED
PROPOSED ORDER PURSUANT TO BANKRUPTCY CODE SECTION 363
AUTHORIZING DEBTOR TO PAY CERTAIN AMOUNTS IN FURTHERANCE
OF LITIGATION AND GRANTING RELATED RELIEF**

The undersigned hereby certifies as follows:

1. On February 14, 2024, Terraform Labs Pte. Ltd., as debtor and debtor in possession in the above-captioned chapter 11 case (the “**Debtor**”), filed the *Motion of Debtor for Entry of Orders Pursuant to Sections 363, 503(b), and 105(a) of the Bankruptcy Code Authorizing Debtor to Pay Certain Amounts in Furtherance of Litigation and Granting Related Relief* [Docket No. 61] (the “**Motion**”)² with the United States Bankruptcy Court for the District of Delaware (the “**Court**”). Attached to the Motion as Exhibit A was a proposed form of order granting the relief sought therein (the “**Proposed Order**”).

2. Pursuant to the *Notice of Motion and Hearing* that was attached to the Motion, objections to the relief sought in the Motion and the Proposed Order, if any, were to be filed by no later than February 27, 2024 at 4:00 p.m. (ET) (as may have been extended, the “**Objection Deadline**”).

¹ The Debtor’s principal office is located at 1 Wallich Street, #37-01, Guoco Tower, Singapore 078881.

² Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Motion.

3. Prior to the Objection Deadline, the Debtor received objections (the “**Objections**”) to the relief requested in the Motion from the U.S. Securities and Exchange Commission (the “**SEC**”) at Docket No. 87, the Office of the United States Trustee for the District of Delaware (the “**U.S. Trustee**”) at Docket No. 104, and the Official Committee of Unsecured Creditors (the “**Creditors’ Committee**,” and together with the SEC and the U.S. Trustee, the “**Responding Parties**”) at Docket No. 140, as supplemented by Docket No. 163. Other than the Objections, the Debtor received no other informal responses to the Motion, and no objection or responsive pleading to the Motion has appeared on the Court’s docket in this chapter 11 case.

4. The Debtor and the Responding Parties engaged in discussions to resolve the Objections, and on March 12, 2024, the Debtor filed a revised form of Proposed Order (the “**Revised Order**”) resolving certain of the Objections. *See* Docket No. 168.

5. On March 12, 2024, the Court held a hearing (the “**Hearing**”) to consider the relief requested in the Motion. Consistent with the record made at the Hearing and in resolution of the Objections, the Debtor has prepared a further revised version of the Revised Order (the “**Further Revised Order**”). A copy of the Further Revised Order is attached hereto as **Exhibit 1**. For the convenience of the Court and all parties in interest, a blackline of the Further Revised Order marked against the Revised Order is attached hereto as **Exhibit 2**.

WHEREFORE, the Debtor respectfully requests that the Further Revised Order, substantially in the form attached hereto as Exhibit 1, be entered at the earliest convenience of the Court.

Dated: March 12, 2024
Wilmington, Delaware

/s/ Matthew P. Milana

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